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1/9/02DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

SYSTEMS AND METHODS FOR MANAGING THE
DISTRIBUTION OF ON-DEMAND MEDIA

the specification of which

[] is attached hereto

[X] was filed on October 9, 2001 as
Application No. 09/973,976.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims.

I do not know and do not believe that the invention was ever patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application.

I do not know and do not believe that the invention was in public use or on sale in the United States of America more than one year prior to this application.

I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119(a)-(d) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)

Priority
Claimed

			[]	[]
(Number)	(Country)	(Filing Date)	Yes	No

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below.

<u>60/239,522</u>	<u>October 11, 2000</u>
(Application No.)	(Filing Date)

<u>60/252,171</u>	<u>November 20, 2000</u>
(Application No.)	(Filing Date)

<u>60/270,351</u>	<u>February 21, 2001</u>
(Application No.)	(Filing Date)

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

<u>(Application</u>	<u>(Filing Date)</u>	<u>(Status) (patented,</u>
<u>No.)</u>		<u>pending, abandoned)</u>

As a named inventor, I hereby appoint the following attorneys or agents to prosecute this application and transact all business in the United States Patent and Trademark Office connected therewith:

<u>Margaret Pierri, Esq.</u>	<u>Reg. No. 30,709</u>
<u>Pejman Sharifi, Esq.</u>	<u>Reg. No. 45,097</u>
<u>Richard M. Feustel, Jr., Esq.</u>	<u>Reg. No. 46,698</u>
<u>Laura A. Sheridan</u>	<u>Reg. No. 48,446</u>

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Send correspondence to: Laura A. Sheridan
FISH & NEAVE
1251 Avenue of the Americas
New York, New York 10020-1104

Direct telephone calls to: Laura A. Sheridan
(212) 596-9000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor William L. Thomas

First Inventor's signature William L. Thomas 11/30/01
Date

Residence 11611 South 70th East Avenue, Bixby, Oklahoma
74008

Citizenship U.S.A.

Post Office Address 11611 South 70th East Avenue, Bixby,
Oklahoma 74008

Full name of second inventor Michael D. Ellis

Second Inventor's signature *Michael D. Ellis* 12/15/01
Date

Residence 1300 Kingwood Place, Boulder, Colorado 80304

Citizenship U.S.A.

Post Office Address 1300 Kingwood Place, Boulder,
Colorado 80304

Full name of third inventor David M. Berezowski

Third Inventor's signature *David M. Berezowski* 12-3-01
Date

Residence 6706 South 91st East Avenue, Tulsa, Oklahoma
74133

Citizenship ~~U.S.A.~~ CANADIAN *DB*

Post Office Address 6706 South 91st East Avenue, Tulsa,
Oklahoma 74133

Full name of fourth inventor Kevin B. Easterbrook

Fourth Inventor's signature *Kevin B. Easterbrook* 12/10/01
Date

Residence ~~555 Clear Brook Lane, Monument, Colorado~~
~~80132~~ 3658 E. Geddes Avenue, Centennial, Co 80122 *KB*

Citizenship U.S.A.

Post Office Address 555 Clear Brook Lane, Monument,
Colorado 80132

Full name of fifth inventor Joseph P. Baumgartner

Fifth Inventor's signature



11-30-01
Date

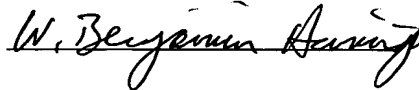
Residence 2830 East 82nd Street, Tulsa, Oklahoma 74137

Citizenship U.S.A.

Post Office Address 2830 East 82nd Street, Tulsa,
Oklahoma 74137

Full name of sixth inventor W. Benjamin Herrington

Sixth Inventor's signature



12/4/01
Date

Residence 725 West 20th Street, Tulsa, Oklahoma 74107

Citizenship U.S.A.

Post Office Address 725 West 20th Street, Tulsa,
Oklahoma 74107